

Filing Fee \$25.00

Merger
 Consolidation



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 North Main Street
Providence, Rhode Island
02903-1335

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE

that the corporation must be in good standing prior to filing

ARTICLES OF MERGER ~~OR CONSOLIDATION~~

OF DOMESTIC CORPORATIONS

(Strike inapplicable words)

27472 29553

The name of the (surviving) ~~(new)~~ corporation is KENT... COUNTY BOARD OF REALTORS, INC.

If name change via merger, please state new name KENT... WASHINGTON BOARD OF REALTORS, INC.

Pursuant to the provisions of Section 7-6-46 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging or consolidating them into one of such corporations:

FIRST: The following Plan of Merger was approved by each of the undersigned corporations:

Insert Plan of Merger or Consolidation

See Attached Agreement of Merger

FILED

JUN 02 1995

By *DA* # 55

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
JUN 2 3 04 PM '95

SECOND: As to each of the undersigned corporations, the Plan of Merger or Consolidation was adopted in the following manner: ¹
(Note 1)

The Plan of Merger was adopted by Kent County Board of Realtors, Inc. at a meeting of its member held on October 4, 1994 and by Washington County Board of Realtors, Inc. at a meeting of its members held on October 25, 1994, at which a quorum was present, and the Plan of Merger received at least a majority of the votes which members present or represented by proxy at such meetings were entitled to cast.

Dated May 31, 1995

KENT COUNTY BOARD OF REALTORS, INC. (Note 2)

By S. Stephen Mancini (Note 3)

Its President ~~OR VICE-PRESIDENT~~

and [Signature] (Note 3)

Its Secretary ~~OR ASSISTANT SECRETARY~~

WASHINGTON COUNTY BOARD OF REALTORS, INC. (Note 2)

By [Signature] (Note 3)

Its President ~~OR VICE-PRESIDENT~~

and [Signature] (Note 3)

Its Secretary ~~OR ASSISTANT SECRETARY~~

NOTES:

- As to each of the corporations parties to the merger, insert whichever of the following statements is applicable:
 - "The Plan of Merger was adopted by _____ at a meeting of its members held on _____, at which a quorum was present, and the Plan of Merger received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
 - "The Plan of Merger was adopted by _____ by a consent in writing signed under date of _____ by all members entitled to vote in respect thereto."
 - "The Plan of Merger was adopted by _____ at a meeting of the Board of Directors held on _____, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."
- Exact corporate names of corporations executing the Articles.
- Signatures and titles of officers signing for the respective corporations.

**AGREEMENT OF MERGER OF
KENT COUNTY BOARD OF REALTORS, INC.
AND WASHINGTON COUNTY BOARD OF REALTORS, INC.**

The following Agreement of Merger has been adopted at a meeting of the Board of Directors of the above corporations as follows:

<u>Corporation</u>	<u>Date of Approval</u>
KENT COUNTY BOARD OF REALTORS, INC.	October 4, 1994
WASHINGTON COUNTY BOARD OF REALTORS, INC.	October 25, 1994

1. The name of each constituent corporation to the merger is Kent County Board of Realtors, Inc. and Washington County Board of Realtors, Inc.
2. The Certificate of Incorporation of Kent County Board of Realtors, Inc. was filed in the Rhode Island Secretary of State's Office on February 1, 1967.
3. The Certificate of Incorporation of Washington County Board of Realtors, Inc. was filed in the Rhode Island Secretary of State's office on November 15, 1978.
4. Upon merger, the surviving corporation shall be Kent County Board of Realtors, Inc. However, simultaneously with the filing of Articles of Merger with the Rhode Island Secretary of State's Office, the name of Kent County Board of Realtors, Inc., shall be changed and amended to KENT WASHINGTON BOARD OF REALTORS, INC.

5. The terms and conditions of the merger are as follows:
- a. Upon filing of the Articles of Merger with the Rhode Island Secretary of State, all members of Washington County Board of Realtors, Inc., shall be members of KENT WASHINGTON BOARD OF REALTORS, INC., of the same classification. The conversion of membership as provided by this Agreement shall occur automatically upon the filing of Articles of Merger without further action by the members of either corporation.
 - b. Upon the filing of the Articles of Merger, the Bylaws attached hereto as **EXHIBIT A** shall become the Bylaws of the surviving corporation.
 - c. The first annual meeting of the Members of the surviving corporation after the effective date of this merger shall be as set forth in the Bylaws which are attached hereto as **EXHIBIT A**.
 - d. Upon the effective date of the merger, the members of the Board of Directors of Kent County Board of Realtors, Inc. and Washington County Board of Realtors, Inc. shall be and remain as Directors of KENT WASHINGTON BOARD OF REALTORS, INC. until the next annual election.
 - e. Upon the effective date of the merger, the officers of the KENT WASHINGTON BOARD OF REALTORS, INC., shall be and remain as officers until the newly constituted Board of Directors at their next

annual meeting shall elect their successors, in accordance with the attached Bylaws. Prior to the election of such successors, the officers of Washington County Board of Directors, Inc. shall serve as officers of KENT WASHINGTON BOARD OF REALTORS, INC. in the following capacities:

Washington

President
Vice-President
Secretary
Treasurer

Kent Washington

President (pro temp)
Vice-President
Assistant Secretary
Assistant Treasurer

- f. Each of the constituent corporations shall equally pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger. In the event that, subsequent to the adoption of this Agreement of Merger by the respective corporations, if for any reason the merger shall fail to be completed, then each corporation shall equally pay all legal expenses and disbursements incurred for attempting to effectuate this merger.
- g. When the merger shall become effective, the separate existence of the Washington County Board of Realtors, Inc., shall cease and be merged into the surviving corporation, which shall possess all the rights, privileges, powers and franchises of public as well as of private nature and be subject to all the restrictions, disabilities and duties of each of the parties to this Agreement. The surviving corporation shall be

vested with the rights, privileges, powers and franchises for each of the constituent corporations; all property, real, personal and mixed, all debts due to each of the corporations whatever account, liabilities of or claims against the respective corporations as well as for all other things in action or belonging to each of the corporations.

- h. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation the title to any property or rights of the constituent corporation, the proper officers and directors of the merging corporations shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property in KENT WASHINGTON BOARD OF REALTORS, INC.
- i. All persons who, on the date the merger shall become effective, are the elected officers of the surviving corporation, shall be and remain officers of the surviving corporation until the newly constituted Board of Directors shall select their successors in accordance with the Board's Bylaws.
- j. Washington County Board of Realtors, Inc. hereby represents that a true and accurate statement of its assets, liabilities and obligations has been provided to Kent County Board of Realtors, Inc. and that any

changes in such statement have been and will be provided to Kent County Board of Realtors, Inc. on an ongoing basis, up to and including the effective date of the merger.

- k. The parties shall cooperate to satisfactorily perform the aforesaid duties and obligations of each and all other things necessary to the consummation of this merger not later than June 15, 1995. In the event such duties and obligations and other matters are not accomplished by said date, or such later date as the parties may agree, then either party may declare this agreement null and void and in that event each shall be released of all obligations hereunder, except for the obligation to share equally all legal costs related to the creation of the surviving corporation, as set forth in paragraph 5.f. hereof.

- 6. The effective date of the merger shall be the date that the Articles of Merger are filed in the Rhode Island Secretary of State's Office pursuant to RIGL §7-6-43 et seq.

This agreement has been duly approved by the requisite majority of the Board of Directors and Membership of the Kent County Board of Realtors, Inc. and the Washington County Board of Realtors, Inc., and the signatures of the president of

each shall signify such approval.

KENT COUNTY BOARD OF REALTORS, INC.

By: S. Stephen Masawa Date: 5/21/25
President

WASHINGTON COUNTY BOARD OF REALTORS, INC.

By: Arthur H. Boyer Date: 5/21/25
President